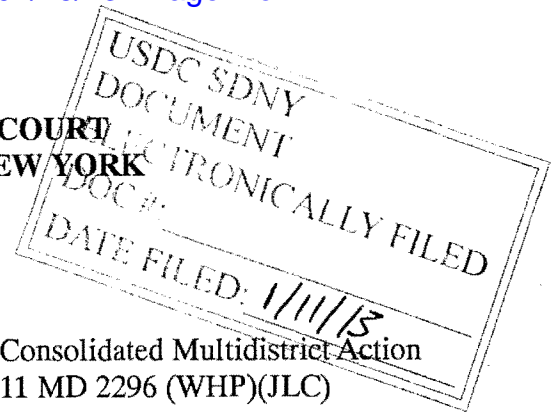


IN THE UNITED STATES DISTRICT COURT
FOR THE SOUTHERN DISTRICT OF NEW YORK



IN RE: TRIBUNE COMPANY FRAUDULENT
CONVEYANCE LITIGATION

Consolidated Multidistrict Action
11 MD 2296 (WHP)(JLC)

ECF Case

THIS DOCUMENT RELATES TO:

DEUTSCHE BANK TRUST COMPANY AMERICAS,
et al.,

Plaintiffs,

v.

RICHARD PANIAGUA, *et al.*,

Defendants.

11 CV 9409 (WHP)(JLC)

~~PROPOSED~~ ORDER

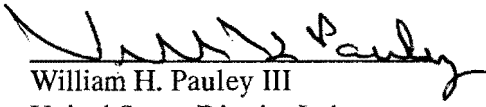
AND NOW, this 4th day of January, 2013, upon consideration of Plaintiffs' Motion for Limited Withdrawal and Limited Substitution of Counsel and accompanying Declaration of David M. Zensky, it is hereby ORDERED that the motion is GRANTED and:

1. The law firm of Akin Gump Strauss Hauer & Feld LLP ("Akin Gump") is permitted to withdraw as counsel for Plaintiffs Deutsche Bank Trust Company Americas in its capacity as successor indenture trustee for a certain series of Senior Notes ("DBTCA"), Law Debenture Trust Company of New York, in its capacity as successor indenture trustee for a certain series of Senior Notes ("Law Debenture"), and Wilmington Trust Company, in its capacity as successor indenture trustee for the PHONES Notes ("Wilmington Trust" and, together with DBTCA and Law Debenture,

"Plaintiffs") with respect to claims asserted against the following Defendants: Northern Assurance Co. of America and Mill Shares Holdings (Bermuda) Ltd.

2. The law firm of Friedman Kaplan, Seiler & Adelman LLP is permitted to be substituted as counsel of record for Plaintiffs in this action with respect to claims asserted against the following named Defendants: Northern Assurance Co. of America and Mill Shares Holdings (Bermuda) Ltd.

SO ORDERED:



William H. Pauley III

United States District Judge

1/4/13